



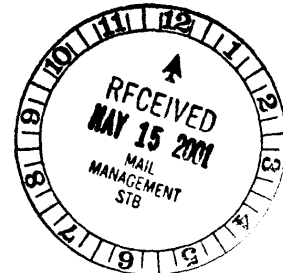
First Union Rail Corporation
NC5811
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

VIA UPS Second Day Air

May 11, 2001

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

RECORDATION NO. 19753-E
MAY 15 '01 2:47 PM
SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease, Lease Schedule and Security Interest

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and two (2) copies of a Memorandum of Lease, Lease Schedule and Security Interest Agreement, dated March 9, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 19753.

The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Commercial Corporation	Lessee:	Nova Chemicals Corporation
	One O'Hare Center		1550 Coraopolis Heights Road
	6250 River Road, Suite 5000		Moon Township, PA 15108
	Rosemont, IL 60018		

A description of the railroad equipment covered by the enclosed document is one hundred thirty-five (135) 5,851 cu. ft. capacity covered quadruple hopper cars, bearing car numbers NCIX 00061, NCIX00075, NCIX00076, NCIX00079, NCIX00080, NCIX00082 through and including NCIX00211, and one (1) 100-ton 6,245 cu. ft. hopper railcar bearing car number NCIX02112.

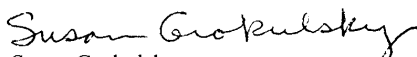
A short summary of the document to appear in the index follows:

Memorandum of Lease, Lease Schedule and Security Interest between First Union Commercial Corporation, Lessor, and Nova Chemicals Corporation, Inc., Lessee, covering one hundred thirty-five (135) 5,851 cu. ft. capacity covered quadruple hopper cars, bearing car numbers NCIX 00061, NCIX00075, NCIX00076, NCIX00079, NCIX00080, NCIX00082 through and including NCIX00211, and one (1) 100-ton 6,245 cu. ft. hopper railcar bearing car number NCIX02112.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return two (2) stamped originals of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,


Susan Grokulska
Manager - Documents Administration

Enclosures

(NOVA005)

MEMORANDUM OF LEASE, LEASE SCHEDULE AND SECURITY INTEREST

THIS MEMORANDUM OF LEASE dated as of March 9, 2001, is between FIRST UNION COMMERCIAL CORPORATION, a North Carolina corporation (the "Lessor"), and NOVA CHEMICALS CORPORATION, a corporation duly organized and existing under the laws of the Province of Alberta (the "Lessee").

WHEREAS, the Lessor, as successor in interest to Pitney Bowes Credit Corporation, and the Lessee, as successor in interest to Novacor Chemicals Inc., have entered into that certain Master Rail Lease Agreement No. 7704182 dated as of November 30, 1995 (as amended, replaced, supplemented, modified and restated) (the "Lease Agreement") as supplemented by that certain Lease Schedule No. 804, dated as of May 1, 1996 (the "Lease Schedule"; the Lease Agreement as supplemented by the Lease Schedule, being referred to herein as the "Lease") and placing under lease railcars bearing the description and car numbers as set forth on Schedule 1 attached hereto, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor (the "Equipment");

WHEREAS, the Lessee under the Lease grants to Lessor a security interest in all items of Equipment set forth on Schedule 1 attached hereto, all replacements and substitutions therefor and all proceeds thereof;

NOW, THEREFORE, to secure the payment when and as due, and the performance when required, of the obligations of the Lessee under the Lease, the Lessee does hereby grant to the Lessor a security interest in the Equipment, all replacements and substitutions therefor and all proceeds thereof.

[Remainder of Page Intentionally Left Blank]

RECORDATION NO. 19753 - E **FILED**

MAY 15 '01 **3:47 PM**

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties wish to show for the public record the aforesaid Lease and grant of a security interest in the Equipment, all replacements and substitutions therefor and all proceeds thereof and accordingly have caused this Memorandum of Lease, Lease Schedule and Security Interest to be executed by their officers thereunto duly authorized, as of the date first above written. This memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

FIRST UNION COMMERCIAL CORPORATION, as
Lessor

By: *Linda H. Minter*
Name: LINDA H. MINTER
Title: VICE PRESIDENT

STATE OF North Carolina)
) ss:
COUNTY OF Mecklenburg)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Mecklenburg this 25th day of April, 2001 by Linda H. Minter, as Vice President of FIRST UNION COMMERCIAL CORPORATION, a North Carolina corporation, on behalf of the corporation.

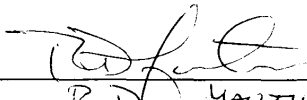
Susan Jonelle Cooper
Notary Public

My commission expires: 2/22/04

[Notarial Seal]

IN WITNESS WHEREOF, the parties wish to show for the public record the aforesaid Lease and grant of a security interest in the Equipment, all replacements and substitutions therefor and all proceeds thereof and accordingly have caused this Memorandum of Lease, Lease Schedule and Security Interest to be executed by their officers thereunto duly authorized, as of the date first above written. This memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

NOVA CHEMICALS CORPORATION,
as Lessee

By: 
Name: R. D. Martin
Title: Director Logistics

The foregoing Memorandum of Lease was executed before me, the undersigned Notary Public, in the City of Calgary, in the Province of Alberta, this 1st day of April, 2001 by D Martin, the Director Logistics of NOVA CHEMICALS CORPORATION, a Alberta corporation, on behalf of the corporation.


Notary Public

My commission expires: N/A

[Notarial Seal]

JANE COPE
Barrister and Solicitor

SCHEDULE 1

(Equipment Description)

One hundred Thirty-Five (135) 5,851 cubic foot capacity covered quadruple hopper cars bearing running marks and numbers:

**NCIX00061, NCIX00075, NCIX00076,
NCIX00079, NCIX00080, NCIX00082** through and including **NCIX00211**.

One (1) 110 ton 6,245 cu. ft. hopper railcar manufactured by National Steel Car in 1997 marked and numbered as follows:

NCIX02112